

To: Kathy Patrick[kpatrick@gibbsbruns.com];
donald.frankel@usdoj.gov[donald.frankel@usdoj.gov]
Cc: Tarantino, William F.[WTarantino@mofo.com]; Zizila, Frances[Zizila.Frances@epa.gov]
From: Gordon, David L. (ENRD)
Sent: Fri 10/14/2016 7:29:35 PM
Subject: RE: Compilation of Agreed Changes to Tierra Services Agreement and Approval Order - DOJ Comments

Kathy,

Has the CPG and other parties that have filed limited objections to the Services Agreement agreed to the proposed language?

David

David L. Gordon
Senior Counsel
Environment and Natural Resources Division
United States Department of Justice
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-----Original Message-----

From: Kathy Patrick [mailto:kpatrick@gibbsbruns.com]
Sent: Friday, October 14, 2016 3:20 PM
To: Frankel, Donald (ENRD) <DFrankel@ENRD.USDOJ.GOV>
Cc: Tarantino, William F. <WTarantino@mofo.com>; Gordon, David L. (ENRD) <DGordon@ENRD.USDOJ.GOV>
Subject: Re: Compilation of Agreed Changes to Tierra Services Agreement and Approval Order - DOJ Comments

Thanks, Don. Appreciate it.

Kathy Patrick
Gibbs & Bruns LLP
713.751.5253
Kpatrick@gibbsbruns.com<mailto:Kpatrick@gibbsbruns.com>

On Oct 14, 2016, at 2:18 PM, Frankel, Donald (ENRD)
<Donald.Frankel@usdoj.gov<mailto:Donald.Frankel@usdoj.gov>> wrote:

Kathy:

I have conferred with EPA. We are OK with this language.

Don

From: Kathy Patrick [mailto:kpatrick@gibbsbruns.com]

Sent: Friday, October 14, 2016 11:20 AM

To: Tarantino, William F. <WTarantino@mofo.com<mailto:WTarantino@mofo.com>>

Cc: Frankel, Donald (ENRD) <DFrankel@ENRD.USDOJ.GOV<mailto:DFrankel@ENRD.USDOJ.GOV>>;

Gordon, David L. (ENRD) <DGordon@ENRD.USDOJ.GOV<mailto:DGordon@ENRD.USDOJ.GOV>>;

Kathy Patrick <kpatrick@gibbsbruns.com<mailto:kpatrick@gibbsbruns.com>>; Kathy Patrick

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Subject: Compilation of Agreed Changes to Tierra Services Agreement and Approval Order - DOJ
Comments

Bill -

Have just spoken to DOJ (copied here). Below is a compilation of the changes they have requested (and to which Occidental is agreeable). Please confirm Debtors are fine with these, as well:

Section 9.1 (iii) - add underscored language below to existing Section 9.1

The receiving Party shall not be prevented, however, from using or disclosing information: (i) which is or becomes published or otherwise publicly available through no breach of this Agreement; (ii) which is already known to the receiving Party at the time of disclosure as evidenced in writing; (iii) which the receiving Party is required by law, regulation, administrative order, or court order to disclose; or, (iii) which the receiving Party later lawfully learns from some source other than directly or indirectly from the disclosing Party.

Section 10 - add this sentence at end of paragraph 10

"The exclusive license granted in this paragraph does not prohibit the Parties from complying with any existing legal obligation to disclose Site Information to any other person or entity pursuant to any applicable provision of any agreement, any administrative or judicial order, or applicable law."

Order of Approval - delete bracketed reference to "the Debtors"

Existing sentence: "Nothing in the Services Agreement or otherwise herein shall impair the ability of any party in interest to invoke its own rights, if any, to obtain Site Information (as that term is defined in the Services Agreement) or to seek discovery of other documents, information or materials [from the Debtors] as allowed by law."

New sentence should read: " Nothing in the Services Agreement or otherwise herein shall impair the ability of any party in interest to invoke its own rights, if any, to obtain Site Information (as that term is defined in the Services Agreement) or to seek discovery of other documents, information or materials as allowed by law."

Thanks,

Kathy

Kathy Patrick

Gibbs & Bruns LLP

713.751.5253

Kpatrick@gibbsbruns.com<mailto:Kpatrick@gibbsbruns.com>